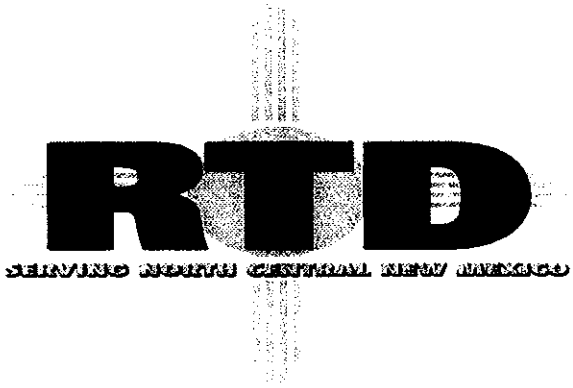

North Central Regional Transit District ("NCRTD")

Resolution 2011-02

ADOPTING RULES GOVERNING THE CONDUCT OF BOARD MEETINGS

WHEREAS, the NCRTD was created through legislative enactment (chapter 65, signed March 21, 2003); and,

WHEREAS, the NCRTD is a sub-division of the State of New Mexico with all the authority and duties of the same (NMSA 1978, § 73-25-4); and,

WHEREAS, the Board has the authority to make and pass resolutions necessary for the execution of the powers vested in the District (NMSA 1978, §73-25-5(G)(3)); and,

WHEREAS, the Board has the authority to adopt procedural rules for its meetings pursuant to NMSA 1978, §73-25-5 (A)(1), and Section 6.04 of the Amended Intergovernmental Contract, Dated March 14, 2008; and,

WHEREAS, the NCRTD Board wishes to establish clear, simple, efficient and fair rules for the conduct of its meetings.

NOW, THEREFORE, BE IT RESOLVED by the NCRTD Board that:

The attached Exhibit A is hereby adopted as the Rules Governing the Conduct of Board Meetings, by and for the North Central Regional Transit District Board.

PASSED, APPROVED AND ADOPTED BY THE NORTH CENTRAL REGIONAL TRANSIT DISTRICT BOARD ON THIS 1st DAY OF April 2011.

Rosemary Romero, Chair

Approved as to form:

Peter Dwyer, Counsel

OPTION A

North Central Regional Transit District

Rules Governing the Conduct of Board Meetings

I. Foreword

The North Central Regional Transit District ("the District") is a governmental entity, a multimodal public transit district formed pursuant to NMSA 1978, 73-25-1 et seq. (2003) whose purpose is the development, operation, management, and improvement of transportation systems serving residents in the North Central New Mexico Region. The District is governed by a Board of Directors as described in the Act and the "Amended Intergovernmental Contract" of March 14, 2008 ("the Intergovernmental Contract"). The Board is composed of one Director from each Member of the District. Directors are elected officials, Tribal Governor or Tribal Council Member or their respective Official Designees. The process for selection of Directors is outlined in the North Central Regional Transit District Board of Directors Bylaws Amended and Approved by the NCRTD Board on January 12, 2007(the "Bylaws"). Accordingly, each Member of the District shall have a voting strength as determined by the Voting Strength Analysis outlined in Appendix B of the Intergovernmental Contract. The Bylaws authorize the Board to "promulgate and adhere to policies and procedures that govern its conduct." The following rules, therefore, are adopted as a set of operating procedures to which the Board voluntarily binds itself. The rules are made only to facilitate the orderly transaction of public business. Robert's Rules of Order only apply where Board rules are silent.

II. Officers, Members and Meeting Requirements

Identification. The Board shall elect or appoint a Chair, a Vice Chair a Secretary, and a Treasurer. The election of the Board Chair and Vice Chair may alternate between Tribal and non Tribal members.

Officers of the Board. The Board selects Officers every other year at the April meeting of the Board. The currently elected Board elects officers by simple majority vote after canvassing each member as to their interest in service, time availability, and qualifications. Officers of the Board shall be Tribal Governors, Tribal Council Members or elected officials.

Terms. Each Officer serves a two (2) year term commencing upon election or appointment by the Board. Each Officer serves until the end of their term or until a successor is elected or appointed or the Officer is lawfully removed pursuant to State law of the Bylaws.

Duties of Officers. The duties of the Chair, Vice Chair, Secretary and Treasurer are as outlined in Article X of the Bylaws.

Council Meetings

Regular Meetings. Regular meetings of Board will be set under the requirements of the Opening Meetings Act (NMSA 1978, 10-15-1, et seq.). The Board of Directors meets at least quarterly, or more frequently as determined by a majority of the Board, for the purpose of conducting such business as may come before the Board. In accordance with the Open Meetings Act, all meetings of a quorum of members of the Board, held for the purpose of formulating public policy or taking any action within the authority of the Board, are open to the public. The Board may hold closed sessions for portions of an open meeting or schedule a

closed meeting for the limited purposes provided by the Open Meetings Act, the statutory and common law, or the Constitution of State of New Mexico.

Special Meetings. Special meetings of the Board may be called, either by the Chair or by three voting Directors, and held at any time and in any place.

Emergency Meetings. The Board may hold emergency meetings, to be held at any time and place as permitted by the Open Meetings Act.

Quorum. The presence of Directors representing a majority of the Members and a majority of the total voting units as prescribed under Appendix B to the Intergovernmental Agreement is required to constitute a quorum for the transaction of business. If a quorum is present, action by a simple majority of voting units by the Directors present and eligible to vote is considered an act of the Board, unless the act of a greater number is required by the Bylaws the Intergovernmental Agreement or applicable law.

Rules of Order
For The Conduct of Meetings

III. Guiding Principles

The Board rules of order for conducting its meetings are supported by the following values:

- **Applicability.** With minor re-phrasing, these rules could be generalized so that any Board or Commission, or other formal body could utilize them to the extent they choose. Any subordinate body of the NCRTD Board may choose to use these rules or may adopt its own rules.

- **Rules should establish order**. The primary purpose of any rules of parliamentary procedure are to establish a framework for the orderly conduct of meetings.

- **Rules should be clear**. Simple rules lead to wider understanding and participation. Complex rules lead to two classes: those who understand and participate and those who do not fully understand and do not fully participate.

- **Rules should be user friendly**. That is, the rules must be simple enough that citizens feel they have been able to participate in the process.

- **Rules should enforce the will of the majority while protecting the rights of the minority**. The ultimate purpose of rules is to encourage discussion among Board members and to facilitate decision making by the Board. In a democracy, the majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself (but not dominate) and fully participate in the process and discussion.

IV. Role of the Chair

While all Directors should know and understand the rules of parliamentary procedure, it is the Chair who is charged with applying these procedural rules. The Chair should be well versed in these rules, because the Chair, for all intents and purposes, makes the final ruling on the application of these rules unless a specific parliamentarian has been designated to enforce parliamentary procedures. In fact, all decisions by the Chair regarding application of these rules are final unless overruled by the majority of Directors. The Chair has discretions, subject to overriding by Board, to deviate from the letter of these rules in the interest or expediency provided the intent of the rules and fairness to all parties is maintained. The Chair may make or second motions to participate in discussion as any other Member.

V. Basic Format for an Agenda Item Discussion:

Formal Board and Advisory Committee meetings normally have a written, published agenda. Portions of meetings, like closed sessions, may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the Board's agreed-upon road map for the meeting. Each agenda item can be handled by the Chair in the following basic format.

First, the Chair should clearly announce the agenda item number and clearly state what the subject is. The Chair should then announce the procedure that will be followed in the handling of that item.

Second, following the Chair's announcement of the item, the Chair should invite the appropriate people to report on the item, including any recommendation they might have. The appropriate person may be the Chair, a member of Board, a staff person, any subcommittee chair or representative, a member of the public, or a person charged with providing information about the agenda item.

Third, the Chair should ask Directors if they have any questions for clarification. At this point, Members may ask clarifying questions to the people who reported on the item, and they should be given time to respond.

Fourth, the Chair should invite public comments or, if appropriate at a formal hearing, open the meeting to public input. If numerous members of the public indicate a desire to speak to the subject, the Chair may limit the time of each public speaker. At the conclusion of the public comments, the Chair should announce that the public input has concluded (or that the public hearing, as the case may be, is closed). For those meetings that call for formal quasi-judicial proceedings, the Attorney will provide the Chair with detailed instructions designed solely for the conduct of that type of meeting.

Fifth, the Chair should invite a motion from a Director. The Chair should announce the name of the Director who makes the motion.

Sixth, the Chair should determine if any Director wishes to second the motion. The Chair should announce the name of the Director who seconds the motion. It is compulsory practice for a motion to require a second before proceeding with it, to ensure that it is not just one Director who is interested in a particular approach.

Seventh, if the motion is made and seconded, the Chair should make sure everyone understands the motion before the discussion or vote. This can be done in one of three ways:

1. The Chair can ask the maker of the motion to repeat it;
2. The Chair can repeat the motion; or
3. The Chair can ask the person taking minutes to repeat the motion.

If there has been substantial Board discussion that has led to a motion for action significantly different than what was being contemplated at the time of earlier public comment, the Chair may reopen the floor to public comment on the specific motion.

Formatted: Underline

Eighth, the Chair should now invite discussion of the motion by the members of Board. If there is no desired discussion or the discussion has ended, the Chair should announce that the body will vote on the motion. If there has been no discussion or a very brief discussion, the vote should proceed immediately, and there is no need to repeat the motion. If there has been substantial discussion, it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the Chair takes a vote by asking the clerk to call the roll of Directors present. A simple majority of Directors determines whether the motion passes or is defeated unless a greater majority is required by the Bylaws the Intergovernmental Agreement or applicable law.

Tenth, the Chair should announce the result of the vote and should announce what action (if any) the Board has taken. In announcing the result, the Chair should indicate the names of the Directors, if any, who voted in the minority on the motion. This announcement may take the following form: "The motion passes by a vote of 4-2, with Directors Smith and Jones dissenting. We have passed a motion requiring 10 days' notice for all future meetings of the North Central Regional Transit District." Announcement of the results may require assistance and tabulation by NCRTD staff due to the voting weights established under Appendix B of the Intergovernmental Agreement which affect the relative influence of the various Directors' votes.

VI. Motions in General

Motions are vehicles for decision –making. As soon as discussion has indicated some reasonably defined direction(s), a motion helps focus the discussion. Motions are made in a simple, two step process. First, the Chair recognizes the Director. Second, the Director makes a motion by preceding the Director's desired approach with the words: "I move..." A typical motion might be: I move that we give 10 days' notice in the future for all our meetings."

The Chair usually initiates the motion by:

1. Inviting the Directors to make a motion: "A motion at this time would be in order."
2. Suggesting a motion to Directors: "A motion would be in order that we give 10-days' notice for all future meetings."
3. Making the motion.

As noted, the Chair has every right as a member of Board to make a motion, but normally should do so only if he or she wishes a motion be made but no other Director seems willing to do so.

VII. The Three Common Motions

Three motions are the most common:

1. **The main motion.** The basic motion is the one that puts forward a decision for consideration. A basic motion might be: "I move that Board create a five-member committee to plan and put on an annual fundraiser."

2. **The motion to amend.** If a Director wants to change a basic motion that is under discussion, he or she should move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee." A motion to amend takes a basic motion that is before the Board and seeks to change it in some way.

3. **The substitute motion.** If a Director wants to completely do away with the basic motion under discussion and put a new motion before Council, he or she would "move a substitute motion." A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."

    a. **The friendly amendment.** This is not a formal action by itself but a suggestion for a revision to the maker of the motion (main, amendment, or substitute). The maker of the motion may accept the friendly amendment and effectively replace the original motion with the revised one. Either the second must concur or another councilor must second the revised motion. If a friendly amendment is not accepted as such, it can be made as a formal motion to amend.

Motions to amend and substitute A motion to amend seeks to retain the main motion on the floor, but to modify it in some way. A vote on a motion to amend should occur before the vote on the main motion. If it passes then the vote should be taken on the main motion as amended. If the motion to amend does not pass, then the main motion as originally stated should be voted on.

A substitute motion seeks to throw out the main motion on the floor and substitute a new and different motion for it. A vote on a motion to substitute has precedence over the main motion. If a substitute motion is made, the Chair should call for a vote on the substitute motion first. If it passes, then a vote is not called on the main motion since it has been substituted with the substitute motion. If the substitute motion fails, then a vote on the main motion should be taken.

VIII. Voting on a Motion

The method of vote on any motion depends on the situation. The Chair may select from any of the following:

a. **By Voice.** The Chair asks those in favor to say "aye", those opposed to say "no". Any Director may move for an exact count.

b. **By Roll Call.** Each Director answers "yes" or "no" as his or her name is called. This method is used when a record of each Director's vote is required

Normally a simple majority of the voting units present shall be required. However, a two-thirds (2/3) majority of the voting units present is required for the following actions:

(a) Addition or withdrawal of territory or property, pursuant to Article 8 of the Bylaws, Article XI of the Intergovernmental Agreement, and Sections 73-25-6 and 73-25-17 of the Act;
(b) Removal of officers from the Board, pursuant to Article 10 of the Bylaws and Article VIII of the Intergovernmental agreement.
(c) Amendment of the Bylaws, pursuant to Section 15 of the Bylaws.
(d) Amendments to the Intergovernmental Agreement pursuant to Article IV.
(e) Addition of Members pursuant to Article XI of the Intergovernmental Agreement, and Sections 73-25-6 and 73-25-17 of the Act;

Only an elected official shall be able to vote on resolutions regarding ratification of acquisition of land by negotiated sale and issuance of bonds pursuant to NMSA 1978, §73-25-5.

IX. To Debate or Not Debate

The basic rule of motions is that they are subject to debate and discussion. Accordingly, basic motions, motions to amend, motions to suspend the rules, and substitute motions are all eligible, each in their turn, for full discussion before and by the Board. The debate can continue as long as Directors wish to discuss an item, subject to the decision of the Chair that it is time to move on and take action.

Most motions are debatable. The motion to table has a special rule.

A motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on hold. The motion may contain a specific time in which the item can come back to the Board in which case it is not debatable. The motion to table may contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the Board will have to be made at a future meeting. A motion to take an item off the table does not vitiate the need for the item to be properly noticed and included on an agenda and if the item is not already on the agenda the motion shall be construed as instruction to include the item on the next meeting agenda. A tabling motion that does not set a time for resumption of discussion shall be debatable because the effect of such a motion is to stop the proposed item or action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the Board to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the Chair must immediately call for a vote of the Board without debate on the motion):

A motion to adjourn. Can be directed by either the Chair or by Board action. Once imposed, this motion requires the Board to immediately adjourn to its next regularly scheduled meeting.

A motion to recess. This motion, if passed, requires the Board to immediately take a recess. Normally, the Chair determines and states the time or date at which the meeting will reconvene.

A motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn the meeting at midnight."

- Adjournment. The time for adjournment of regular Board meetings shall be set in the agenda.

A motion to limit debate. The most common form of this motion is to say: "I move the previous question" or "I call for the question." When a Director makes such a motion, the Director is really saying: "I've had enough debate. Let's get on with the vote." When such a motion is made, the Chair should ask for a second to the motion, stop debate, and vote on the motion to limit debate. Note that a motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." A similar motion is a *motion to object to consideration of an item.* This motion is not debatable, and if passed, precludes the Board from even considering an item on the agenda.

Motion to close nominations. When choosing officers of the Board, such as the Chair and Vice-Chair, nominations are in order from the floor of the Board. A motion to close nominations effectively cuts off the right of Directors to nominate officers for consideration.

X. The Motion to Reconsider

This is a special and unique motion that requires a bit of explanation all by itself. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to reconsider is made.

Obviously, a motion to reconsider requires a simple majority of Directors' vote units to pass, but there are two special rules that apply only to the motion to reconsider.

First is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon or at the very next meeting of the Board. Technically, a motion to reconsider made at a later time is untimely. (The Board, however, can always vote to suspend the rules and, allow a motion to reconsider to be made at another time.) (If we want to allow suspension of the rules we should probably list this as an additional type of motion)

Second, a motion to reconsider may only be made by certain Directors. Accordingly, a motion to reconsider may only be made by a Director who voted *in the majority* on the original motion. If such a Director has a change of heart, he or she may make the motion to reconsider (any other Director may second the motion.) If a Director who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose

of this rule is finality. If a Director of the minority could make a motion to reconsider, then the item could be brought back again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the Board, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

XI. Tabulation of Votes

Staff shall be charged with tabulation of votes. Normally a simple majority of the voting units represented by the Directors present at the meeting shall be required for a vote to pass. Abstentions shall be noted in the record, shall be counted as refraining from voting, and as such shall neither be counted in the affirmative or the negative. The voting units represented by an abstaining Director shall be deducted from the total number of voting units of those Directors present for purposes of tabulating whether a motion obtains majority of supermajority approval.

XII. Lack of a Quorum

If at any time during a meeting there is a lack of a quorum no action may be taken by the Board. The Board may however consider presentations, public input or any other non-action items. The only appropriate motion in the absence of a quorum is a motion to adjourn.

Absence of Chair and Vice-Chair:

In the absence of the Chair and Vice Chair no action may be taken by the Board. The Board may however consider presentations, public input or any other non-action items. The only appropriate motion in the absence of a quorum is a motion to adjourn.

XIII. Courtesy and Decorum

The rules of order are meant to create an atmosphere where members of the Board and members of the public can attend to business efficiently, fairly, and with full participation. And at the same time, it is up to the Chair and the Board to maintain common courtesy and decorum. Only one person can have the floor at a time; it is always best for every speaker to be first recognized by the Chair before proceeding to speak. In order to be recognized by the Chair any person wishing to speak should raise their hand.

The Chair should always ensure that debate and discussion of an agenda item focus on the item and the policy in question, not the personalities of the Directors, staff or the public. Debate on policy is healthy; debate on personalities is not. The Chair has the right to cut off discussion that is too personal, too loud, too unprofessional or too crude.

XIV. Interruptions

Debate and discussion should be focused, but free and open. In the interest of time, the Chair may, however, limit the time allotted to speakers. Can Directors interrupt a speaker? The general rule is no. There are, however, exceptions. A speaker may be interrupted for the following reasons:

> **Privilege.** The proper interruption would be: "Point of Privilege." The Chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person's ability to hear.

Order. The proper interruption would be "Point of Order." Again, the Chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting; for example, if the Chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the Chair makes a ruling that a Director disagrees with, the Director may appeal the ruling of the Chair. If the motion is seconded and after debate, it passes by a majority vote, then the ruling of the Chair is reversed.

Call for orders of the day. This is simply another way of saying, "Let's return to the agenda." If a Councilor believes the Board has drifted from the agreed upon agenda, such a call may be made. It does not require a vote, and when the Chair discovers the agenda has not been followed, the Chair simply reminds the Board to return to the agenda item before them. If the Chair fails to do so, the Chair's determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the Chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other Director may make the motion if properly recognized.

XV. Special Notes about Public Input

The rules outlined here help make meetings very public friendly. But in addition, and particularly for the Chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the Board will be doing.

Rule Two: Keep the public informed while the Board is doing their work.

Rule Three: When the Board has acted, tell the public exactly what the Board did.

Public input is essential to a healthy democracy, and community participation is an important element of that input. The challenge for anyone chairing a public meeting is to accommodate public input in a timely and time-sensitive way, while maintaining steady progress through the agenda items. The rules presented here for conducting a Board meeting are offered as tools for effective leadership and as a means of developing sound policy.

Rosemary Romero
Chair, North Central Regional Transit District